

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN**

In re)
CITY OF DETROIT, MICHIGAN,) Chapter 9
Debtor.) Case No. 13-53846
) Hon. Steven W. Rhodes
)

**SYNCORA GUARANTEE INC. AND SYNCORA CAPITAL ASSURANCE
INC.'S SECOND AMENDED DISCLOSURE OF EXHIBITS IN ADVANCE
OF THE HEARING ON DECEMBER 17-19, 2013**

Syncora Guarantee Inc. and Syncora Capital Assurance Inc. (collectively, “Syncora”) files this second amended disclosure of exhibits that it may use during the hearing on the City’s Assumption Motion (Dkt. Nos. 17 and 157) and Motion to Approve Post-Petition Financing (Dkt. No. 1520) (the “Consolidated Hearing”). Syncora files this amended list in light of the Court’s oral ruling on December 13, 2013 in the context of the pre-trial discussions regarding the Consolidated Hearing.

Documents

Syncora may introduce the following documents as part of its examination of the City's witnesses or Syncora's witnesses during the Consolidated Hearing. Syncora reserves the right to use or refer to any of the City's exhibits or any of the exhibits of the other objectors. Syncora also reserves the right to re-mark any exhibits on the below list in advance of the Consolidated Hearing.

Ex. No.	Exhibit Description
201.	GRS Service Contract 2005 dated May 25, 2005, between the Detroit General Retirement System Service Corporation and the City
202.	PFRS Service Contract 2005 dated May 25, 2005 between the Detroit Police and Fire Retirement System Service Corporation and the City
203.	GRS Service Contract 2006 dated June 7, 2006, as amended on June 15, 2009 (Pérez Decl. Ex. G)
204.	PFRS Service Contract 2006 dated June 7, 2006, as amended on June 15, 2009 (Pérez Decl. Ex. H)
205.	Contract Administration Agreement, dated June 12, 2006
206.	Trust Agreement, dated June 12, 2006, by and among the Service Corporations and U.S. Bank National Association as Trustee
207.	XL Capital Assurance Municipal Bond Insurance Policy CA03049A, dated June 12, 2006
208.	U.S. Bank Notice of Event of Default Regarding the City of Detroit, Michigan to Swap Counterparties and Ratings Agencies dated July 26, 2013
209.	U.S. Bank Notice of Bankruptcy Filing to Beneficial Holders of Series 2005-A Certificates of Participation dated July 26, 2013
210.	U.S. Bank Notice of Bankruptcy Filing to Beneficial Holders of Series 2006-A and 2006-B Certificates of Participation dated July 26, 2013
211.	City Ordinance No. 03-05 (Pérez Decl. Ex. A)
212.	City Ordinance No. 04-05 (Pérez Decl. Ex. B)
213.	City Ordinance No. 05-05 (Pérez Decl. Ex. C)
214.	City Ordinance No. 05-09 (Pérez Decl. Ex. Q)
215.	Revised Confirmation to the GRS Service Corporation from UBS, dated June 26, 2009 (Pérez Decl. Ex. N)

Ex. No.	Exhibit Description
216.	Revised Confirmation to the PFRS Service Corporation from UBS, dated June 26, 2009 (Pérez Decl. Ex. O)
217.	Assignment of Swap Transactions with PFRS Service Corporation, dated July 19, 2013; Assignment of Swap Transactions with GRS Service Corporation, dated July 19, 2013 (Pérez Decl. Ex. L)
218.	Jones Day - Syncora NDA (Swap Proposal) dated July 10, 2013
219.	Forbearance and Optional Termination Agreement term sheet
220.	Email from Cheryl Johnson to A. Neely re Status of Swap dated December 3, 2012
221.	Email from Reuters to Press Secretary re Status of Swap Contract dated November 30, 2012
222.	Joint Stipulation of Facts of Syncora Guarantee Inc. and Syncora Capital Assurance Inc. and U.S. Bank National Association
223.	Exit Engagement Letter (Exhibit B to Syncora Objection to DIP Motion)
224.	Email from Anne Marie Langan to Todd Snyder (Exhibit C to Syncora Objection to DIP Motion)
225.	Letter Dated August 26, 2013 with attached term sheets (DTPPF00016682) (Doak Dep. Ex. 2)
226.	6/22/13 email from K. Buckfire (DTMI80335)
227.	7/5/13 email from Erin Smith (DTMI00107294)
228.	7/5/13 email from Bill Nowling (DTMI00111238)
229.	Abernathy MacGregor Invoice (DTMI00112208)
230.	6/12/13 email from Andrew Dillon (DTMI00114984)
231.	6/24/13 email from Kevyn Orr (DTMI00114531)
232.	6/24/13 email from Kevyn Orr (DTMI00115562)

Ex. No.	Exhibit Description
233.	Responses to Inquiries from City Council (DTPPF00020357)
234.	Transcript of 8/30/2013 Deposition of Kevyn D. Orr
235.	Transcript of 8/29/2013 Deposition of Kenneth Buckfire
236.	Transcript of 12/5/2013 Deposition of James Doak
237.	Transcript of 12/9/2013 Deposition of Kevyn D. Orr
238.	Transcript of 12/10/2013 Deposition of Kenneth Buckfire
239.	Questions for Consultants on \$350 DIP Financing (DTPPF00020380)
240.	Transcript of 12/12/2013 Continuation of Deposition of Kevyn D. Orr

Syncora reserves the right to supplement this list with additional documents including, but not limited to, any documents utilized in the depositions of witnesses in connection with the Consolidated Hearing.

Dated: December 16, 2013

Respectfully submitted,

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